

**ATTACHMENT B – CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS & ARTICLES OF INCORPORATION**

See Attached

FILED**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS** **AUG - 8 2008**

Business Corporation Act

**JESSE WHITE
SECRETARY OF STATE**Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.comRemit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.

File #

SEE NOTE 1 CONCERNING PAYMENT!Filing Fee \$ 150 Franchise Tax \$ 25 Penalty/Interest \$ — Total \$ 175 Approved: /s/

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: Total Holdings, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)2. State or Country of Incorporation California ✓ Date of Incorporation 2/28/08 ✓ Period of Duration Perpetual ✓3. (a) Address of the principal office, wherever located: 707 Wilshire Blvd. Floor 12
Los Angeles, CA 90017
(b) Address of principal office in Illinois: none
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: James HalpinRegistered Office: 208 South LaSalle Street 208Chicago, IL 60604Suite # (A.P.D. Box alone
is not acceptable.)County 165. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
California

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

| | Name | No. & Street | City | State | ZIP |
|-----------|----------------|-----------------------------|-------------|-------|-------|
| President | Danny Ing | 707 Wilshire Blvd. Floor 12 | Los Angeles | CA | 90017 |
| Secretary | Danny Ing | 707 Wilshire Blvd. Floor 12 | Los Angeles | CA | 90017 |
| Director | Mark Leafstedt | 707 Wilshire Blvd. Floor 12 | Los Angeles | CA | 90017 |
| Director | | | | | |
| Director | | | | | |

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Any lawful purpose, including but not limited to providing telecommunications services.

8. Authorized and issued shares:

| Class | Series | Par Value zero par value | Number of Shares Authorized | Number of Shares Issued | |
|--------------|--------|-----------------------------|--------------------------------|----------------------------|---|
| Common stock | | | 1,000 | 200 | ✓ |

(If more, attach list)

9. Paid-in Capital: \$ 200 1036000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 0
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ \$3 million
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ \$90,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated July 14 2008
(Month & Day) (Year)
Mark Leafstedt
(Any Authorized Officer's Signature)
Mark Leafstedt
(Print Name and Title)

Total Holdings, Inc.
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 8, 2008

6624-103-3

TOTAL HOLDINGS, INC.
SARAH GILLHAM
707 WILSHIRE BLVD 12TH FL
LOS ANGELES, CA 90017

RE GTC COMMUNICATIONS

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-4.15/4.20**

(Rev. Jan. 2003)

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-9520
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order, payable to
Secretary of State.

Application to Adopt, Change or Cancel an Assumed Corporate Name

FILED
AUG - 8 2008
JESSE WHITE
SECRETARY OF STATE

File #: 1024-103-3**DO NOT SEND CASH**This space for use by
Secretary of State.Date: 8-8-08Filing Fee: \$ 60
(See Note Below)Approved: [Signature]

1. Corporate Name: Total Holdings, Inc.
2. State or Country of Incorporation: California
3. Date Incorporated (if an Illinois corporation) or Date Authorized to Transact Business in Illinois (if a foreign corporation):
8-8, 2008
Month & Day Year

Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.

4. Corporation intends to adopt and to transact business under the assumed corporate name of:
GTC Communications
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 8-1, 2010, the first day of the corporation's anniversary
Month & Day Year
month in the next year evenly divisible by five.

Complete No. 6 if changing or cancelling an assumed corporate name.

6. Corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated June, 11

Month & Day

2008

Year

Total Holdings, Inc.

Exact Name of Corporation

[Signature]
Any Authorized Officer's Signature

Mark Leafstedt, CEO

Name and Title (type or print)

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with a 0 or 5; \$120 if the current year ends with a 1 or 6; \$90 if the current year ends with a 2 or 7; \$60 if the current year ends with a 3 or 8; or \$30 if the current year ends with a 4 or 9.

The fee for cancelling an assumed corporate name is \$5.

The fee to change an assumed name is \$25.

3088736



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 29 2008

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

3088736

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB 28, 2008

ARTICLES OF INCORPORATION

I

The name of this Corporation is: TOTAL HOLDINGS, INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name: Mark Mitchell Geyer

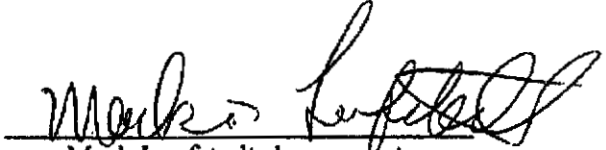
Address: 23945 Calabasas Road, Suite 212,

City: Calabasas, State: CALIFORNIA Zip: 91302

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is: 1,000 shares, without par value.

Dated: 2/27/2008


Mark Leafstedt, Incorporator

